

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

7☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name BHF Blue Delta, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

FKA BRP Hold Penguin, LLC

3. Debtor's federal Employer Identification Number (EIN) 81-1362111

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

40 Herman Melville Blvd
New Bedford, MA 02740

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Bristol
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://www.blueharvestfisheries.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **BHF Blue Delta, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

1141**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **BHF Blue Delta, LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Annex 1**

Relationship

District

When

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **BHF Blue Delta, LLC**
Name

Case number (if known)

16. Estimated liabilities☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **BHF Blue Delta, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **September 8, 2023**
MM / DD / YYYY**X /s/ Charles E. Wilson, Jr.**
Signature of authorized representative of debtor**Charles E. Wilson, Jr.**
Printed nameTitle **President****18. Signature of attorney****X /s/ R. Stephen McNeill**
Signature of attorney for debtorDate **September 8, 2023**
MM / DD / YYYY**R. Stephen McNeill 5210**
Printed name**Potter Anderson & Corroon LLP**
Firm name**1313 North Market Street, 6th Floor
Wilmington, DE 19801**
Number, Street, City, State & ZIP CodeContact phone **302-984-6000**Email address **rmcneill@potteranderson.com****5210 DE**

Bar number and State

Fill in this information to identify the case:Debtor name BHF Blue Delta, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Corporate Ownership Statement and List of Equity Holders**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 8, 2023X /s/ Charles E. Wilson, Jr.

Signature of individual signing on behalf of debtor

Charles E. Wilson, Jr.

Printed name

President

Position or relationship to debtor

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
District of Delaware

In re **BHF Blue Delta, LLC**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>140,000.00</u>
Prior to the filing of this statement I have received	\$	<u>140,000.00</u>
Balance Due	\$	<u>0.00</u>
2. The source of the compensation paid to me was:

☐ Debtor ☒ Other (specify): **Blue Harvest Fisheries, LLC**
3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):
4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
 - a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - d. [Other provisions as needed]
6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:
Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

September 8, 2023*Date***/s/ R. Stephen McNeill****R. Stephen McNeill 5210***Signature of Attorney***Potter Anderson & Corroon LLP****1313 North Market Street, 6th Floor****Wilmington, DE 19801****302-984-6000 Fax: 302-658-1192****rmcneill@potteranderson.com***Name of law firm*

Annex 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities below (collectively, the “Debtors”) filed a Petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 7 of title 11 of the United States Code.

- Blue Harvest Fisheries Partners, LLC
- Blue Harvest Fisheries Incentive, LLC
- BHF Fish Blocker, LLC
- Blue Harvest Fisheries Holdings, LLC
- Blue Harvest Maritime, LLC
- Blue Harvest Fisheries Parent, LLC
- Blue Harvest Fisheries, LLC
- Blue Harvest Fleet, LLC
- BHF Fish Co, LLC
- BHF Blue Harbor, LLC
- BHF Blue Stream, LLC
- BHF Blue Wave, LLC
- BHF Blue South, LLC
- Diane Marie Fishery, Inc.
- BHF Blue Sea, LLC
- BHF Blue Cove, LLC
- BHF Blue Western, LLC
- BHF Blue Delta, LLC
- BHF Blue Water, LLC
- BHF Blue Lagoon, LLC

- BHF Blue Eastern, LLC
- BHF Blue Pacific, LLC
- Kathryn Ann Fishing, Inc.
- BHF Blue Ocean, LLC
- BHF Blue Harvest, LLC
- BHF Blue North, LLC
- BHF Teresa Marie III, LLC
- BHF Harmony, LLC
- BHF Carrabassett, LLC
- BHF Teresa Marie IV, LLC
- BHF Blue Canyon, LLC
- BHF Nobska, LLC
- BHF Schelvis, LLC
- BHF Morue, LLC
- BHF Allagash, LLC
- IMT AssetCo, LLC
- BHF PermitCo, LLC
- North Queen Fishing, Inc.
- Blue Harvest Foods, LLC
- Blue Harvest Marine Services, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BLUE HARVEST FISHERIES PARTNERS, LLC
BLUE HARVEST FISHERIES INCENTIVE, LLC
BHF FISH BLOCKER, LLC
BLUE HARVEST FISHERIES HOLDINGS, LLC
BLUE HARVEST MARITIME, LLC
BLUE HARVEST FISHERIES PARENT, LLC
BLUE HARVEST FISHERIES, LLC
BLUE HARVEST FLEET, LLC
BHF FISH CO, LLC
BHF BLUE HARBOR, LLC
BHF BLUE STREAM, LLC
BHF BLUE WAVE, LLC
BHF BLUE SOUTH, LLC
DIANE MARIE FISHERY, INC.
BHF BLUE SEA, LLC
BHF BLUE COVE, LLC
BHF BLUE WESTERN, LLC
BHF BLUE DELTA, LLC
BHF BLUE WATER, LLC
BHF BLUE LAGOON, LLC
BHF BLUE EASTERN, LLC
BHF BLUE PACIFIC, LLC
KATHRYN ANN FISHING, INC.
BHF BLUE OCEAN, LLC
BHF BLUE HARVEST, LLC
BHF BLUE NORTH, LLC
BHF TERESA MARIE III, LLC
BHF HARMONY, LLC
BHF CARRABASSETT, LLC
BHF TERESA MARIE IV, LLC
BHF BLUE CANYON, LLC
BHF NOBSKA, LLC
BHF SCHELVIS, LLC
BHF MORUE, LLC
BHF ALLAGASH, LLC
IMT ASSETCO, LLC
BHF PERMITCO, LLC
NORTH QUEEN FISHING, INC.
BLUE HARVEST FOODS, LLC
BLUE HARVEST MARINE SERVICES, LLC

Debtors.

Chapter 7

Case No. 23-____ (___)

CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) and 7007.1

I, Charles E. Wilson, Jr., President of Blue Harvest Fisheries Partners, LLC, *et al.* (the “Debtors”)¹ hereby state pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure that the following corporate entities directly own 10% or more of the Debtors’ member interests.

Blue Harvest Fisheries Partners, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Bregal Partners L.P.	89.5%
BHF Davis LLC	4.7%
Jeffrey W. Davis	1.7%
Louise Lischewski	1.6%
Michael Arougheti	1.3%
Mark E. Thierfelder	0.7%
Alex Mulholland	0.1%
Daniel M. Dunn	0.2%
Keith Decker	0.3%

Blue Harvest Fisheries Incentive, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fisheries Partners, LLC	92.9%
Keith Decker	2.5%
Richard Speed	1.1%
Charles Wilson	1.1%
Alex Mulholland	0.7%
Eugene Bergson	0.7%
Louise Lischewski	0.2%
John Cummings	0.2%
James Odin	0.2%
Amy Humphreys	0.2%
Inge Andreassen	0.2%

BHF Fish Blocker, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fisheries Incentive, LLC	100%

¹ Each individual debtor is listed below.

Blue Harvest Fisheries Holdings, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Blocker, LLC	100%

Blue Harvest Maritime, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fisheries, LLC	100%

Blue Harvest Fisheries Parent, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fisheries Holdings, LLC	100%

Blue Harvest Fisheries, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fisheries Parent, LLC	100%

Blue Harvest Fleet, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Maritime, LLC	100%

BHF Fish Co, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Maritime, LLC	100%

BHF Blue Harbor, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Stream, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Wave, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue South, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

Diane Marie Fishery, Inc.:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Blue South, LLC	100%

BHF Blue Sea, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Cove, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Western, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Delta, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Water, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Lagoon, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Eastern, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Pacific, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

Kathryn Ann Fishing, Inc.:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Blue Pacific, LLC	100%

BHF Blue Ocean, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue Harvest, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Blue North, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fleet, LLC	100%

BHF Teresa Marie III, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

BHF Harmony, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

BHF Carrabassett, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

BHF Teresa Marie IV, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

BHF Blue Canyon, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

BHF Nobska, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

BHF Schelvis, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

BHF Morue, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

BHF Allagash, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Fish Co, LLC	100%

IMT AssetCo, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Maritime, LLC	100%

BHF PermitCo, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Maritime, LLC	100%

North Queen Fishing, Inc.:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
BHF Blue Delta, LLC	100%

Blue Harvest Foods, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Fisheries, LLC	100%

Blue Harvest Marine Services, LLC:

EQUITY HOLDER	PERCENTAGE OF TOTAL EQUITY
Blue Harvest Foods, LLC	100%

Dated: September 8, 2023

Signature: /s/ Charles E. Wilson, Jr.
Charles E. Wilson, Jr., President
Blue Harvest Fisheries Partners, LLC, *et al.*

**WRITTEN CONSENT OF
THE SALE AND RESTRUCTURING COMMITTEE OF
THE BOARD OF MANAGERS
OF
BLUE HARVEST FISHERIES PARTNERS, LLC,**

September 7, 2023

THE UNDERSIGNED, being the sole member of the Sale and Restructuring Committee (the “Committee”) of the board of managers (the “Board”) of Blue Harvest Fisheries Partners, LLC (“Partners”), for and on behalf of Partners and certain Subsidiaries (as defined in that certain Third Amended and Restated Limited Liability Company Agreement of Partners, dated as of December 5, 2016, as amended, restated or supplemented from time to time (the “Partners Agreement”)) of Partners, namely Blue Harvest Fisheries Holdings, LLC (“Holdings”), Blue Harvest Fisheries, LLC (“Fisheries”), Blue Harvest Fleet, LLC (“Fleet”), Blue Harvest Foods, LLC (“Foods”), Blue Harvest Marine Services, LLC (“Marine Services”), Blue Harvest Fisheries Parent, LLC (“Parent”), Blue Harvest Maritime, LLC (“Maritime”), BHF Blue Harbor, LLC (“Harbor”), BHF Blue Sea, LLC (“Sea”), BHF Blue Water, LLC (“Water”), BHF Blue Ocean, LLC (“Ocean”), BHF Blue Stream, LLC (“Stream”), BHF Blue Cove, LLC (“Cove”), BHF Blue Lagoon, LLC (“Lagoon”), BHF Blue Harvest, LLC (“Harvest”), BHF Blue Delta, LLC (“Delta”), BHF Blue Pacific, LLC (“Pacific”), BHF Blue Wave, LLC (“Wave”), BHF Blue North, LLC (“North”), BHF Blue South, LLC (“South”), BHF Blue Eastern, LLC (“Eastern”), and BHF Blue Western, LLC (“Western”), BHF Fish Blocker, LLC (“Fish Blocker”), BHF PermitCo, LLC (“BHF Permit”), IMT AssetCo, LLC (“AssetCo”), BHF Fish Co, LLC (“FishCo”), BHF Teresa Marie III, LLC (“TM III”), BHF Teresa Marie IV, LLC (“TM IV”), BHF Nobska, LLC (“Nobska”), BHF Morue, LLC (“Morue”), BHF Harmony, LLC (“Harmony”), BHF Blue Canyon, LLC (“Canyon”), BHF Schelvis, LLC (“Schelvis”), BHF Allagash, LLC (“Allagash”) and BHF Carrabassett, LLC (“Carrabassett”) and Blue Harvest Fisheries Incentive, LLC (“Incentive”), Partners and each of the foregoing a Delaware limited liability company (each a “Company” and, collectively, the “Companies”), and acting by written consent in lieu of a meeting in accordance with Section 18-404(d) of the Delaware Limited Liability Company Act (the “Act”), hereby consents to the taking of the actions and adoption of the following resolutions, such actions and resolutions to have the same force and effect as though duly taken and adopted at a meeting of the Committee duly called and legally held:

WHEREAS, each Company (except for Partners) is a Subsidiary of Partners (each such Company, a “Partners Subsidiary” and collectively, the “Partners Subsidiaries”);

WHEREAS, on August 29, 2023, the Board delegated to the Committee the authority, among other things, to determine for and on behalf of the Companies whether commencing filings and other proceedings under Title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the “Bankruptcy Code”), including, without limitation, under Chapter 7 thereof, in a United States Bankruptcy Court, and preparing any and all related petitions, filings, financings, sales and transactions arising out of or related thereto (“Bankruptcy Proceedings”) is the proper or appropriate course of action for the Companies;

WHEREAS, the Committee is empowered, if it determines that initiating Bankruptcy Proceedings is the proper or appropriate course of action, to cause the Companies to commence Bankruptcy Proceedings for themselves and on behalf of the Partners Subsidiaries each such Company controls, including in such Company’s capacity as the sole member or manager of a Partners Subsidiary, as applicable;

WHEREAS, pursuant to the power and authority vested in the Committee, the Committee has considered the business and financial conditions and results of operations of each of the Companies on the date hereof, including the assets and liabilities of each Company;

WHEREAS, the Committee has reviewed, considered and received the recommendations of the senior management of each Company and each Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a Bankruptcy Proceeding;

WHEREAS, based on factors and information deemed relevant by the Committee, in the business judgment of the Committee, it is proper, appropriate, desirable and in the best interest of each Company, as well as the best interest of each Company's creditors and other interested parties under the circumstances set forth herein, that each Company commence a Bankruptcy Proceeding by filing a voluntary petition for relief under Chapter 7 of the Bankruptcy Code for itself and on behalf of the Partners Subsidiaries each such Company controls, including in such Company's capacity as the sole member or manager of a Partners Subsidiary, as applicable; and

WHEREAS, the consent of the Bregal Member (as defined in the Partners Agreement) to the actions set forth herein has been obtained in accordance with Section 4.08(d) of the Partners Agreement.

NOW, THEREFORE, BE IT RESOLVED, that in the business judgment of the Committee, it is proper, appropriate, desirable and in the best interest of each Company, its creditors and other parties in interest, taken as a whole, that each Company commence a Bankruptcy Proceeding by filing or causing to be filed a voluntary petition for relief under the provisions of Chapter 7 of the Bankruptcy Code, for itself and on behalf of the Partners Subsidiaries each such Company controls, including in such Company's capacity as the sole member or manager of a Partners Subsidiary; and be it

RESOLVED FURTHER, that any of the officers of the Companies and Patrick Bartels, in his capacity as the sole member of the Committee (each, an "Authorized Person") be, and each acting alone hereby is, authorized, empowered, and directed to: (i) execute and file (or direct others to do so on such Authorized Person's behalf as provided herein) in the name and on behalf of such Company, and, as applicable, in the name and on behalf of the Partners Subsidiaries each such Company controls, including in such Company's capacity as the sole member or manager of a Partners Subsidiary, a petition under Chapter 7 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware in such form and at such time as such Authorized Person shall determine (a "Chapter 7 Case"); (ii) execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers contemplated thereby or related thereto; and (iii) employ and retain all legal counsel, accountants and/or other professionals, and take any and all other actions, which such Authorized Person deems to be necessary, convenient, desirable, advisable or appropriate in connection with the applicable Chapter 7 Case; and be it

RESOLVED FURTHER, that each Authorized Person, and any employees or agents (including legal counsel) of a Company designated or directed by such Authorized Person, shall be, and each hereby is, authorized, empowered and directed to take or cause to be taken all steps and to do or cause to be done all acts and things, including the execution and delivery of any documents or instruments, as such Authorized Person deems necessary, convenient, desirable, advisable or appropriate to carry out, comply with and/or effectuate the purposes and intents of the foregoing resolutions and the transactions contemplated thereby, such determination to be conclusively evidenced by the taking of such steps and the doing of such acts and things; and be it

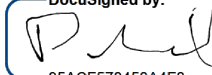
RESOLVED FURTHER, that any and all acts taken and any and all certificates, instruments, agreements, filings, or other documents executed by an Authorized Person for or in the name and on behalf of a Company, including in such Company's capacity as the sole member or manager of a Partners Subsidiary, prior to the adoption of these resolutions with regard to any of the transactions, actions, certificates, instruments, agreements, filings, or other documents authorized or approved by the foregoing resolutions be, and hereby are, in all respects, ratified, confirmed, adopted, and approved; and be it

RESOLVED FURTHER, that all actions previously taken by the Committee, each Authorized Person, or any officer, employee or agent of a Company, as applicable, in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the applicable Company; and be it

RESOLVED FURTHER, that this Written Consent may be executed by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[Signature pages follow]

**SOLE MEMBER OF THE SALE AND
RESTRUCTURING COMMITTEE:**

DocuSigned by:

95ACF578458A4F8...

PATRICK BARTELS